

4/30/04

CONFIDENTIAL TREATMENT DENIED

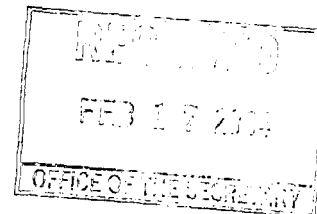


04039208

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 13F

Form 13F Cover Page



Report for the Calendar Year or Quarter Ended:

December 31, 2003

Check here if Amendment

This Amendment (Check only one.):

☐
☐
☐

Amendment Number : _____

is a restatement

adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Highside Capital Management, L.P.Address: 100 Crescent Court, Suite 860Dallas, TX 75201

Form 13F File Number:

28- 10788

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: H. Michael ReeseTitle: Vice President Highside Management, LLC,its General PartnerPhone: 214-855-2303

PROCESSED

AUG 02 2004

THOMSON
FINANCIAL

Signature, Place, and Date of Signing:

H. Michael Reese
(Signature)Dallas, Texas

(City, State)

February 17, 2004

(Date)

Report Type (Check only one.):

☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F Summary Page

Report Summary:

Number of Other Included Managers:	<u>0</u>	
Form 13F Information Table Entry Total:	<u>4</u>	
Form 13F Information Table Value Total:	<u>36,858</u>	(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

None

FORM 13F INFORMATION TABLE

Column 1	Column 2	Column 3	Column 4	Column 5			Column 6	Column 7	Column 8		
Name of Issuer	Title of Class	CUSIP	Value (x \$1,000)	Shrs or prn amt	SH/PRN	Put/Call	Investment Discretion	Other Managers	Voting Authority		
									Sole	Shared	None
ECLIPSYS CORP	COM	278856109	13,008	1,117,500	SH		SOLE	0	1,117,500	0	0
NEXSTAR BROADCASTING GROUP I	CL A	65336K103	2,767	201,800	SH		SOLE	0	201,800	0	0
PROQUEST COMPANY	COM	74346P102	11,220	381,000	SH		SOLE	0	381,000	0	0-
TELUS CORP	NON-VTG SHS	87971M202	9,863	530,000	SH		SOLE	0	530,000	0	0